

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

ATON SELECT FUND, LTD, a Republic
of Mauritius limited liability company,

Plaintiff,

v.

CELL SOURCE, Inc., a Nevada
Corporation,

Defendant.

Civil Action No. 1:22-cv-06612

**Hon. Judge Ronnie Abrams
Hon. Magistrate Judge Valerie Figueredo**

**ANSWER AND AFFIRMATIVE
DEFENSES**

Defendant Cell Source, Inc., by and through its undersigned attorneys Sragow & Sragow, as and for its answer to the Amended Complaint dated and filed December 22, 2022, by plaintiff Aton Select Fund, Ltd. (the “Amended Complaint”) responds as follows:

1. In response to Paragraph 1, Cell Source admits that Plaintiff Aton commenced this action, but denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations therein.
2. In response to Paragraph 2, Cell Source admits the allegations therein.
3. In response to Paragraph 3, Cell Source denies knowledge or information sufficient to form a belief as to the truth of the allegations therein.
4. In response to Paragraph 4, Cell Source admits the allegations therein.
5. In response to Paragraph 5, Cell Source admits the allegations therein.
6. In response to Paragraph 6, Cell Source denies the truth of the allegations therein.
7. In response to Paragraph 7, Cell Source admits the allegations therein.

8. In response to Paragraph 8, Cell Source admits the allegations therein.
9. In response to Paragraph 9, Cell Source denies the truth of the allegations therein.
10. In response to Paragraph 10, Cell Source admits the allegations therein.
11. In response to Paragraph 11, Cell Source denies the allegations therein.
12. In response to Paragraph 12, Cell Source denies knowledge or information sufficient to form a belief as to the truth of the allegations therein.
13. In response to Paragraph 13, Cell Source avers that the allegations therein are legal conclusions to which no response is required, but to the extent Cell Source must nevertheless respond, it denies knowledge or information sufficient to form a belief as to the truth of the allegations therein.
14. In response to Paragraph 14, Cell Source denies knowledge or information sufficient to form a belief as to the truth of the allegations therein.
15. In response to Paragraph 15, Cell Source avers that the allegations therein are legal conclusions to which no response is required, but to the extent Cell Source must nevertheless respond, it denies knowledge or information sufficient to form a belief as to the truth of the allegations therein.
16. In response to Paragraph 16, Cell Source avers that the allegations therein are legal conclusions to which no response is required, but to the extent Cell Source must nevertheless respond, it denies knowledge or information sufficient to form a belief as to the truth of the allegations therein.

17. In response to Paragraph 17, Cell Source avers that the allegations therein are legal conclusions to which no response is required, but to the extent Cell Source must nevertheless respond, it denies the truth of the allegations therein.

18. In response to Paragraph 18, Cell Source denies the allegations therein.

19. In response to Paragraph 19, Cell Source avers that the allegations therein are legal conclusions to which no response is required, but to the extent Cell Source must nevertheless respond, it denies the allegations therein.

20. In response to Paragraph 20, Cell Source denies knowledge or information sufficient to form a belief as to the truth of the allegations therein.

21. In response to Paragraph 21, Cell Source denies knowledge or information sufficient to form a belief as to the truth of the allegations therein.

22. In response to Paragraph 22, Cell Source denies knowledge or information sufficient to form a belief as to the truth of the allegations therein.

23. In response to Paragraph 23, Cell Source denies knowledge or information sufficient to form a belief as to the truth of the allegations therein.

24. In response to Paragraph 24, Cell Source denies knowledge or information sufficient to form a belief as to the truth of the allegations therein.

25. In response to Paragraph 25, Cell Source denies knowledge or information sufficient to form a belief as to the truth of the allegations therein.

26. In response to Paragraph 26, Cell Source denies knowledge or information sufficient to form a belief as to the truth of the allegations therein.

27. In response to Paragraph 27, Cell Source denies the allegations therein.

28. In response to Paragraph 28, Cell Source denies the allegations therein.
29. In response to Paragraph 29, Cell Source denies the allegations therein.
30. In response to Paragraph 30, Cell Source denies the allegations therein.
31. In response to Paragraph 31, Cell Source denies knowledge or information sufficient to form a belief as to the truth of the allegations therein.
32. In response to Paragraph 32, Cell Source avers that the allegations therein are legal conclusions to which no response is required, but to the extent Cell Source must nevertheless respond, it denies the allegations therein.
33. In response to Paragraph 33, Cell Source avers that the allegations therein are not allegations to which a response is required, but to the extent Cell Source must nevertheless respond, it repeats its responses to the referenced paragraphs.
34. In response to Paragraph 34, Cell Source denies the allegations therein.
35. In response to Paragraph 35, Cell Source denies the allegations therein.
36. In response to Paragraph 36, Cell Source denies the allegations therein.
37. In response to Paragraph 37, Cell Source avers that the allegations therein are not allegations to which a response is required, but to the extent Cell Source must nevertheless respond, it repeats its responses to the referenced paragraphs.
38. In response to Paragraph 38, Cell Source denies the allegations therein.
39. In response to Paragraph 39, Cell Source denies the allegations therein.
40. In response to Paragraph 40, Cell Source denies the allegations therein.

41. In response to Paragraph 41, Cell Source denies the allegations therein.

42. In response to Paragraph 42, Cell Source denies the allegations therein.

43. In response to Paragraph 43, Cell Source avers that the allegations therein are not allegations to which a response is required, but to the extent Cell Source must nevertheless respond, it repeats its responses to the referenced paragraphs.

44. In response to Paragraph 44, Cell Source denies the allegations therein.
45. In response to Paragraph 45, Cell Source denies the allegations therein.
46. In response to Paragraph 46, Cell Source denies the allegations therein.
47. In response to Paragraph 47, Cell Source denies the allegations therein.
48. In response to Paragraph 48, Cell Source denies the allegations therein.

AFFIRMATIVE DEFENSES

1. The Amended Complaint fails to state a cause of action upon which relief may be granted.
2. Plaintiff's claims are barred from relief by its failure to mitigate its alleged damages.
3. Plaintiff's claims are barred, in whole or in part, by the doctrine of unclean hands.
4. Plaintiff's claims are barred, in whole or in part, by the related doctrines of consent, acquiescence, waiver, ratification and estoppel.
5. Plaintiff's claims are barred by lack of standing.

6. Plaintiff's claims are barred, in whole or in part, by the doctrines of laches.

7. Any damages sustained by the Plaintiff are due to the Plaintiff's culpable conduct and not from any action by the Defendant.

8. Plaintiff did not incur any damages.

9. The allegations of the complaint fail to meet the standard for a declaratory judgment.

10. Plaintiff's claims are barred, in whole or in part, by the doctrine of illegality.

WHEREFORE, Cell Source respectfully requests that the Court enter judgment in favor of Cell Source on all claims and any such other, further, and different relief as the Court may deem just and proper under the circumstances.

Dated: January 11, 2023

By: /s/ Allen P. Sragow
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